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by Sidney Davy Miller

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MILLER CANFIELD

MICHAEL C. RAMPE
TEL (517) 483-4941
FAX (517) 374-6304
E-MAIL rampe@millercanfield.com

Miller, Canfield, Paddock and Stone, P.L.C.
One Michigan Avenue, Suite 900
Lansing, Michigan 48933
TEL (517) 487-2070
FAX (517) 374-6304
www.millercanfield.com

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WC 11-52
US BANK/FCC MAR 10 2011

March 4, 2011

VIA US PRIORITY MAIL

Marlene H. Dortch
Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

RE: Joint Application for Authority to Transfer Control of Domestic and International Section 214 Authorizations held by Clinton County Telephone Company, Westphalia Telephone Company, Westphalia Broadband, Inc., and Westphalia Communications Incorporated to Great Lakes Comnet, Inc.

Dear Ms. Dortch:

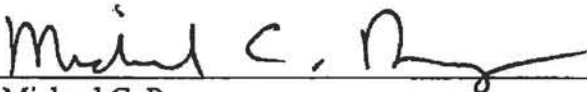
Enclosed please find an original and six (6) copies of a Joint Application for Authority to Transfer Control of Clinton County Telephone Company, Westphalia Telephone Company, Westphalia Broadband, Inc., and Westphalia Communications Incorporated to Great Lakes Comnet, Inc. Pursuant to Section 63.04(b) of the Commission's rules, this Joint Application is being submitted as a combined International and Domestic Section 214 transfer of control application. This application is also being filed with the International Bureau through the MyIBFS Filing System.

Also enclosed are a complete Fee Remittance Form 159 and a check in the amount of \$1,015.00 to the FCC to cover the requisite filing fee for this application.

Please date-stamp the extra copy of this filing, and return it to us in the enclosed self-addressed envelope. Please contact the undersigned if you have any questions or concerns.

Very truly yours,

Miller, Canfield, Paddock and Stone, P.L.C.

By: 
Michael C. Rampe

Enclosures

cc: Tracey Wilson (Tracey.Wilson@fcc.gov)
Jodie May (Jodie.May@fcc.gov)

18,861,086.1\130050-00001

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of

Clinton County Telephone Company,
Westphalia Telephone Company,
Westphalia Broadband, Inc., and
Westphalia Communications Incorporated

Transferors

and

Great Lakes Comnet, Inc.

Transferee

For Authority to Transfer Control of Domestic and
International Section 214 Authorizations.

File No. ITC-T/C _____

WC Docket No. _____

JOINT APPLICATION

Great Lakes Comnet, Inc. (GLC), Clinton County Telephone Company (CCTC), Westphalia Telephone Company, Westphalia Broadband, Inc., and Westphalia Communications Incorporated hereby respectfully request authority, pursuant to 47 USC 214, 47 CFR 63.03, and 47 CFR 63.24, to transfer control of the domestic and international § 214 authorizations held by CCTC's subsidiary companies to GLC. The transfer would be accomplished by GLC merging its wholly-owned subsidiary, GLC Acquisition Co., into CCTC, with CCTC being the surviving entity, and the direct wholly-owned subsidiary of GLC. As explained herein, after the transaction, CCTC's subsidiaries would continue to provide service to their existing customers under the same rates, terms and conditions. As a result, the transaction would have no

immediate effect on the rates, terms and conditions of service to the existing customers of CCTC's subsidiaries, and will serve the public interest, convenience and necessity.

I. APPLICANTS

A. Great Lakes Comnet, Inc.

GLC is a privately-held Michigan corporation located at 1515 Turf Lane, Suite 100, East Lansing, Michigan, 48823. GLC's FCC Registration Number (FRN) is 0003726270. GLC is a competitive access provider whose network facilities provide tandem switching, long-haul Internet connectivity, video and other transport, and Signaling System 7 (SS7) service. GLC's customers are incumbent local exchange carriers (ILECs), competitive local exchange providers (CLECs), toll service providers, and data and video providers. GLC also holds an international § 214 authorization (ITC-214-19970116-00027; ITC-97-042), pursuant to which it resells its services to other toll providers.¹

GLC's direct wholly-owned subsidiary, Comlink, LLC, provides point-to-point private line services, as well as toll services, throughout Michigan. Comlink's FRN is 0016097826. GLC also has another direct wholly-owned subsidiary, 1515 Turf Lane, LLC, which does not provide any telecommunications service, but instead holds real property. Finally, GLC's wholly-owned subsidiary GLC Acquisition Co. is a newly-created entity whose sole purpose is to accomplish the merger transaction described herein.

¹ At the time that it received its § 214 authorization, GLC was known as Michigan Independent Network, Inc. In a letter dated March 17, 1998, Michigan Independent Network, Inc. advised the FCC that it had changed its name to Great Lakes Comnet, Inc. See *Public Notice*, issued March 26, 1998, 13 FCC Rcd 6496, 1998 WL 133230.

B. Clinton County Telephone Company

CCTC is a Michigan corporation (FRN 0020653507) whose address is 13750 S. Sedona Parkway, Suite 1, Lansing, Michigan, 48906. CCTC is a holding company, with three direct wholly-owned subsidiaries: Westphalia Telephone Company (WTC), Westphalia Broadband, Inc. (WBI), and Westphalia Communications, Incorporated (WCI), all of which are Michigan corporations.

WTC's address is 13750 S. Sedona Parkway, Suite 1, Lansing, Michigan, 48906, and its Study Area Code is 310735. WTC is an ILEC, and is licensed by the Michigan Public Service Commission (MPSC)² to serve an area known as the Westphalia exchange. A map of the Westphalia exchange is appended as Attachment B. WTC provides local exchange service (which includes custom calling features), exchange access, broadband Internet service, and other telecommunications services to business and residential customers in the Westphalia exchange. WTC's FRN is 0004969093.

WCI's address is 13750 S. Sedona Parkway, Suite 1, Lansing, Michigan, 48906. WCI is a provider of domestic and international toll service, and holds an international § 214 authorization (ITC-214-19980710-00463; ITC-98-507). WCI's FRN is 0004985123.

WBI is a CLEC whose address is 13750 S. Sedona Parkway, Suite 1, Lansing, Michigan, 48906. WBI's FRN is 0011278702. Pursuant to a license granted by the MPSC,³ WBI provides service in the following areas, wherein Frontier North, Inc. is the ILEC: (1) an area known as the DeWitt exchange, (2) an area known as the St. Johns exchange, and (3) an area known as the

² August 14, 1992 Order in MPSC Case No. U-10054; 136 PUR 4th 93; 1992 WL 230483.

³ July 22, 2004 Order in MPSC Case No. U-14119; 2004 WL 1746427.

Fowler exchange. Maps of the DeWitt, St. Johns, and Fowler exchanges can be found in Frontier North, Inc.'s online tariff.⁴

II. DESCRIPTION OF TRANSACTION

On December 17, 2010, GLC and CCTC executed and entered into an Agreement and Plan of Merger whereby a wholly-owned subsidiary of GLC would merge into CCTC, with CCTC being the surviving entity. As a result of the proposed transaction, CCTC would be wholly-owned and directly controlled by GLC. CCTC's three subsidiaries, WTC, WCI, and WBI, would be GLC's indirect subsidiaries. Diagrams depicting the pre- and post- transaction corporate structures of GLC and CCTC are appended as Attachment C.

The proposed transaction would not involve the transfer of any customers between GLC and CCTC's subsidiaries. Rather, following the consummation of the transaction, transferor CCTC and its subsidiaries would continue to provide service to their existing customers. The transfer of control would be transparent to customers who receive services from WTC, WBI and WCI. The transaction is contingent on receipt of required regulatory approvals and customary closing conditions, and is expected to be completed in the second quarter of 2011.

⁴ Tariff MPSC No. 1R, § 14, Sheet Nos. 87 and 282;
<http://tariffs.citizenscommunications.com/crtf/tariffs/index.cfm?fuseaction=local&stateID=MI&scnID=6&companyID=222>

III. PUBLIC INTEREST STATEMENT

The transaction described herein will serve the public interest, convenience and necessity. Since 2001, GLC has used state-of-art technology to meet its carrier customers' sophisticated communications needs in 80 Michigan counties. GLC is a successful, rapidly growing, provider of broadband and switching infrastructure. In the Fall of 2010, GLC announced plans to more than double its fiber network to offer customers increased reliability and faster data speeds. GLC has more than 1,800 fiber miles throughout Michigan and the Midwest, with an additional 2,000 miles under construction. GLC also owns and operates a tandem switch in Michigan, which connects more than 150 carriers, and has a vertically integrated system of voice, SS7, data and transport that efficiently facilitates voice and data communications. Consequently, CCTC and its subsidiaries will be the beneficiaries of GLC's experience and resources.

CCTC's three subsidiary companies would continue to provide services to their customers without change or interruption, and the transfer of control would be transparent to customers. With the support of GLC as its parent company, CCTC and its subsidiaries will continue to provide high quality telecommunications services, and will have more financial, managerial, and technical resources available to them as a result. The transaction will have no adverse impact on customers, and the transaction will not trigger any rate increases. The transaction will not lead to the concentration of any market share, nor will it present any anti-competitive issues, or eliminate a competitor, because CCTC's subsidiaries will continue to provide service as they did before the proposed merger.

IV. INFORMATION REQUIRED BY § 63.18 OF THE COMMISSION'S RULES

As required by 47 CFR 63.24(e)(2), this Joint Application provides the information requested under 47 CFR 63.18(a) through (d) for both the transferor and the transferee, and the information requested in 47 CFR 63.18(h) through (p) only for the transferee. Pursuant to 47 CFR 63.04(b), information required by 47 CFR 63.04(a)(6) through (12) of the Commission's Rules is contained in Attachment A hereto.

(a) Name, address and telephone number of each applicant.

Transferors

Clinton County Telephone Company
Westphalia Telephone Company
Westphalia Communications, Incorporated
Westphalia Broadband, Inc.
13750 S. Sedona Parkway, Suite 1
Lansing, Michigan 48906
Phone: (989) 587-5000
Fax: 517-277-8205

Transferee

Great Lakes Comnet, Inc.
1515 Turf Lane
Suite 100
East Lansing, MI 48823
Phone: 517-664-1600
Fax: 517-324-8900

(b) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.

GLC, Comlink, 1515 Turf Lane, and GLC Acquisition Co. are organized under the laws of Michigan. CCTC, WTC, WCI, and WBI are organized under the laws of Michigan.

- (c) **The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Application is to be addressed:**

Paul M. Bowman
President and CEO of Great Lakes Comnet, Inc.
Authorized Representative of GLC Acquisition Co.
1515 Turf Lane
Suite 100
East Lansing, MI 48823
Phone: 517-664-1600

David A. Fox
Vice President of Clinton County Telephone Company
President of Westphalia Telephone Company
President of Westphalia Communications, Incorporated
President of Westphalia Broadband, Inc.
13750 S. Sedona Parkway, Suite 1
Lansing, Michigan 48906
Phone: (989) 587-5000

Ronald W. Bloomberg (Michigan Bar No. 30011)
Michael C. Rampe (Michigan Bar No. 58189)
Miller, Canfield, Paddock and Stone, PLC
One Michigan Avenue
Suite 900
Lansing, MI 48933
(517) 482-2070

- (d) **A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis).**

GLC holds an international § 214 authorization (ITC-214-19970116-00027; ITC-97-042) for global resale services. CCTC's subsidiary WCI also holds an international § 214 authorization (ITC-214-19980710-00463; ITC-98-507) for global resale services.

- (h) **The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% percent of the equity of the transferee, and the percentage of equity owned by each of those entities to the nearest 1%.**

The following entities or persons hold, directly or indirectly, a 10% or greater interest in Great Lakes Comnet, Inc.:

Name and Address	Percent Equity Owned (to Nearest 10%)	Principal Business	Citizenship
Ace Telephone Company of Michigan, Inc (ATCM), 5351 N. M-37, Mesick, MI 49668.	28%	Local exchange service, toll service, broadband Internet service, and video service ATCM has a wholly-owned subsidiary, Allendale Telephone Company, a Michigan corporation which provides local exchange, toll, broadband Internet and video services in Michigan. Allendale Telephone Company, in turn, has a wholly-owned subsidiary, Drenthe Telephone Company, a Michigan corporation which also provides local exchange, toll, broadband Internet, and video services in Michigan.	Michigan Corporation United States
ATCM is the wholly-owned subsidiary of Ace Telephone Association (ATA), a Minnesota member-owned cooperative whose address is 207 E. Cedar Street, Houston, Minnesota, 55943-8713.	28% (by attribution as 100% owner of ATCM)	ATA owns and manages ATCM, as well as ATA's own rural telecommunications operations in Iowa and Minnesota. ATA also wholly owns and operates Ace Link Telecommunications, Inc., a Minnesota company that provides competitive local exchange and domestic toll services in Caledonia, Minnesota.	Minnesota Corporation United States

Bloomington Communications, Inc. (BCI), 101 W. Kalamazoo Street, Bloomington, MI 49026	12%	Toll service provider.	Michigan Corporation United States
BCI is the wholly-owned subsidiary of Bloomington Telephone Company.	12% (by attribution as 100% owner of BCI)	An incumbent local exchange carrier that provides local exchange, toll, broadband Internet, and video services in Michigan. BTC also has a wholly-owned subsidiary, Southwest Michigan Communications, Inc, which is a Michigan corporation that operates as a competitive local exchange carrier and competitive access provider in Southwest Michigan.	Michigan Corporation United States
Each remaining owner owns less than a 10% equity interest in GLC. In the interest of full disclosure, CCTC advises that it has an approximately 5% equity interest in GLC.			
No officer or director of GLC is also an officer or director of any foreign carrier, and GLC has no interlocking directorates with a foreign carrier.			

- (i) **A certification as to whether or not the transferee is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with, a foreign carrier.**

GLC certifies that it is not a foreign carrier. GLC is not affiliated with any foreign carrier. GLC will not become affiliated with any foreign carrier as a result of the proposed transaction.

(j) **Foreign Carrier and Destination Countries**

GLC certifies that it does not seek to provide international telecommunications service to any destination where: (1) GLC is a foreign carrier in that country; or (2) GLC controls a foreign carrier in that country; or (3) any entity that owns more than 25% of GLC, or that controls GLC, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of GLC and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

(k) **Showing of WTO Membership for Destination Countries**

Not applicable because GLC is not affiliated with or otherwise related to any foreign carrier.

(l), (m) **Showing of Non-Dominance/Regulatory Classifications**

Not applicable because GLC is not affiliated with or otherwise related to any foreign carrier.

- (n) **Certification that the transferee has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.**

GLC certifies that it has not agreed, and will not agree in the future, to accept any direct or indirect special concessions, as defined by 47 CFR 63.14(b), from a foreign carrier or administration with regards to traffic or revenue flows between the United States and any foreign countries the company is authorized to serve.

- (o) **Certification pursuant to 47 CFR 1.2001 through 1.2003 that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

As evidenced by the signature of their respective authorized representatives to this Joint Application, GLC and CCTC certify that, pursuant to 47 CFR 1.2001 through 1.2003, no party to the Joint Application (or their affiliates or subsidiaries) is subject to a denial of Federal benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988.

- (p) **A statement as to how the Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.**

The Applicants respectfully submit that this transfer of control, with respect to the international authority, is eligible for streamlined processing pursuant to §§ 63.12(a) and (b) because (1) neither GLC nor CCTC (or their affiliates or subsidiaries) is affiliated with a foreign carrier in any destination market; and (2) neither GLC nor CCTC (or their affiliates and subsidiaries) is affiliated with any dominant U.S. carrier whose services they seek authority to


resell. Accordingly, this Joint Application qualifies for streamlined processing pursuant to § 63.12 of the Commission's rules.

V. CONCLUSION

Based on the foregoing, the Commission is respectfully requested to authorize the transfer of control of the domestic and international § 214 authorizations held by CCTC's subsidiary companies to GLC.

Signatures may be executed in counterparts.

I certify under penalty of perjury, that the foregoing representations with respect to GLC and its subsidiaries are true and correct.


Paul M. Bowman
On behalf of
Great Lakes Comnet, Inc. and subsidiaries
1515 Turf Lane,
Suite 100
East Lansing, MI 48823
Phone: 517-664-1600

3/4/11
Date

I certify under penalty of perjury that the foregoing representations with respect to CCTC and its subsidiaries are true and correct.


David A. Fox
On behalf of
Clinton County Telephone Company
Westphalia Telephone Company
Westphalia Communications, Incorporated
Westphalia Broadband, Inc.
13750 S. Sedona Parkway, Suite 1
Lansing, Michigan
48906 Phone: (989) 587-5000

3-4-2011
Date

Attachment A

Responses to 47 CFR 63.04(a)(6) through (a)(12)

(6) A description of the transaction—§§ 63.04(a)(6).

See Section II ("DESCRIPTION OF TRANSACTION") above.

(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area—§§ 63.04(a)(7).

GLC provides its competitive access services and toll resale services throughout Michigan (80 counties), and transport services in portions of Ohio, Indiana, and Illinois. GLC's wholly-owned subsidiary Comlink provides point-to-point private line services, as well as toll services, throughout Michigan. As noted above, 1515 Turf Lane, LLC, does not provide any telecommunications service. Likewise, GLC Acquisition Co. does not provide any telecommunications service, but is a newly-created entity whose sole purpose is to accomplish the merger transaction described herein.

CCTC is a holding company that does not provide domestic telecommunications services. WTC is an ILEC which serves an area known as the Westphalia exchange (see Attachment B). WCI provides domestic and international toll service to customers located in the Westphalia exchange. WBI is a CLEC that provides service in areas known as the DeWitt exchange, the St. Johns exchange, and the Fowler exchange, wherein Frontier North, Inc. is the ILEC.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment—§§ 63.04(a)(8).

With respect to domestic authority, this Joint Application does not appear to fall within the presumptive streamlined categories. However, the Applicants respectfully request prompt processing of this Joint Application so that they may carry out their proposed transaction.

- (9) Identification of all other Commission Applications related to the same transaction—§§ 63.04(a)(9).**

As of the date of the filing of this Joint Application, no other applications have been filed with the FCC related to this transaction.

- (10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure—§§ 63.04(a)(10).**

The applicants are not requesting special consideration due to an imminent business failure.

- (11) Identification of any separately filed waiver requests being sought in conjunction with the transaction—§§ 63.04(a)(11).**

As of the date of the filing of this Joint Application, no separate waiver request has been sought in conjunction with the transaction.

- (12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets—§§ 63.04(a)(12).**

See Section III ("PUBLIC INTEREST STATEMENT") above.

Attachment B



LOCAL TELEPHONE EXCHANGE SERVICE

WRITTEN DESCRIPTION OF EXCHANGE AREA

Exchange: WESTPHALIA

1. BASE RATE AREA - Which is that area described as follows:

The rectangular area comprised of the Southwest 1/4 of Section 4, Southeast 1/4 of Section 5, Northeast 1/4 of Section 8, and Northwest 1/4 of Section 9, Westphalia Township, Clinton County.

2. EXCHANGE SERVICE AREA - Which is that area described as follows:

Commencing at the west 1/8 post of the southwest 1/4 of Section 20, Dallas Township, T6N, R4W, Clinton County; thence south along Jones Road to Taft Road; thence west along Taft Road to the Ionia/Clinton County Line; thence south along that line to the east 1/4 post of Section 36, Lyons Township, T6N, R4W, Ionia County; thence west on a line parallel to Maple Road to Divine Highway; thence south along Divine Highway to Maple Road; thence east along Maple Road to the northwest corner of Section 2, Portland Township, T6N, R4W, Ionia County; thence south along the west line of Section 2 to the east 1/8 post of the southeast 1/4 of Section 3; thence west along a line parallel to David Highway to Divine Highway; thence south along Divine Highway to David Highway; thence east along David Highway to the north 1/4 post of Section 11; thence south along a line parallel to Spaulding Road to the center of Section 14; thence east along a line parallel to Marsalle Road to the Ionia/Clinton County Line; thence south along that line to the southwest corner of Section 19, Westphalia Township, T5N, R4W, Clinton County; thence east along Lehman Road to Jones Road; thence south along Jones Road to Cutler Road; thence east along Cutler Road to the north 1/4 post of Section 5, Eagle Township, T5N, R4W, Clinton County; thence south 1/4 mile to the west 1/8 post of the northeast corner of Section 5; thence east to the east 1/8 post of the northwest corner of Section 3; thence north to the center of Section 27, Westphalia Township, T5N, R3W, Clinton County; thence east to the center of Section 26; thence north to the north 1/4 post of Section 26; thence east to Bauer Road; thence north along Bauer Road to a point 1/10 mile north of Lehman Road; thence east on a line 1/10 mile north of Lehman Road to a point 1/10 mile east of Bauer Road; thence north along a line parallel to and 1/10 mile east of Bauer Road to a point 1/10 mile north of Pratt Road; thence east along a line parallel to and 1/10 mile north of Pratt Road to Dexter Trail; thence north along Dexter Trail to the north 1/8 post of the southeast 1/4 of Section 18, Riley Township, T6N, R3W, Clinton County; thence east to Forest Hill Road; thence north along Forest Hill Road to Jason Road; thence west

Issued: March 10, 1993
By: Dave Fox, Manager

Effective: March 22, 1993
Westphalia, Michigan

LOCAL TELEPHONE EXCHANGE SERVICE

WRITTEN DESCRIPTION OF EXCHANGE AREA

2. EXCHANGE SERVICE AREA (Cont'd)

along Jason Road to Dexter Trail; thence north along Dexter Trail to Price Road; thence west along Price Road to Bauer Road; thence north along Bauer Road to Dexter Trail; thence northwesterly along Dexter Trail to a point 1/10 mile south of the east-west 1/4 line of Section 26, Dallas Township, T6N, R3W, Clinton County; thence west to a point 1/10 mile west and 1/10 mile south of the center of Section 27; thence north to the east-west 1/8 line of the southwest 1/4 of Section 22; thence west to the point of beginning.

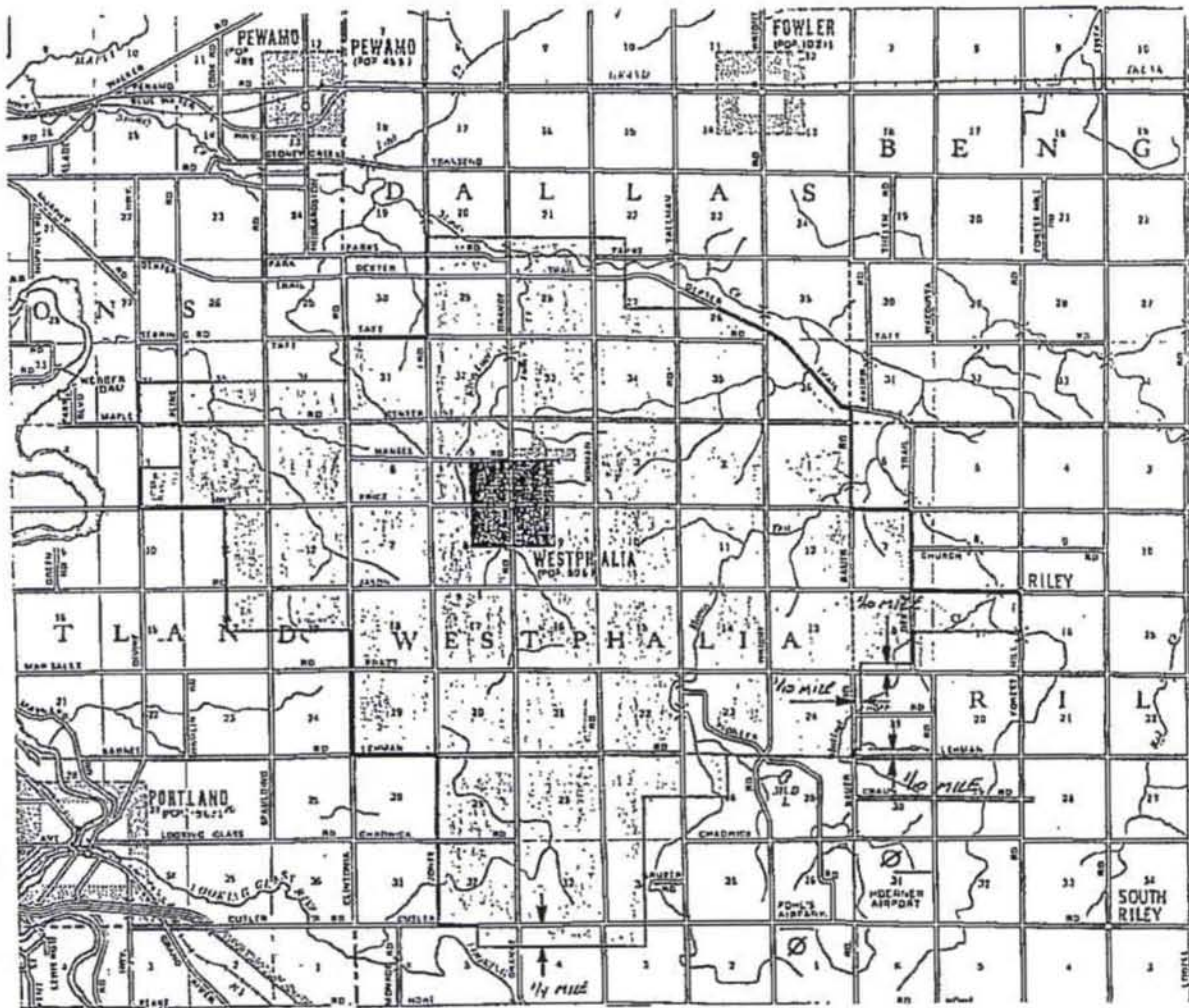


Issued: March 10, 1993
By: Dave Fox, Manager

Effective: March 22, 1993
Westphalia, Michigan

Issued under authority of the Michigan Public Service Commission Order dated December 22, 1992, Case No. U-10064.

LOCAL TELEPHONE EXCHANGE SERVICE
EXCHANGE AREA MAP



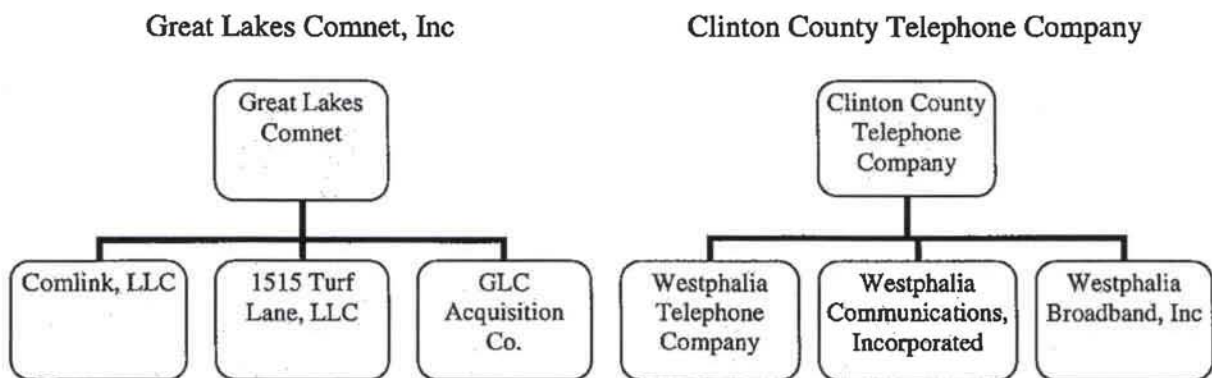
Issued: March 10, 1993
By: Dave Fox, Manager

Effective: March 22, 1993
Westphalia, Michigan

Issued under authority of the Michigan Public Service Commission Order dated December 22, 1992, Case No. U-10064.

Attachment C

Prior to Transaction



After Transaction

